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# BOOK REVIEWS.

EUGENE UNTERMYER, *Editor-in-Charge.*

PRINCIPLES OF CORPORATION LAW. By JOSEPH C. FRANCE. Second Edition. Baltimore: M. CURLANDER. 1914. pp. xxii, 463.

This is a useful elementary treatise on the Law of Corporations and fulfills very satisfactorily the purpose of the author, which is "to give to the student of Corporation Law a knowledge and understanding of its characteristic principles and problems." The arrangement and classification of the subjects is excellent, and covers pretty well the whole field, so far as is necessary for the purposes of the student. The author does not undertake, and within the scope of his work he could not be expected, to sound the depths or to throw much new light on the fundamental problems, including the nature of a corporation, the *de facto* doctrine, the nature of an *ultra vires* act, the nature and transferability of shares, and the relations of directors and stockholders; but this does not detract from the merits of the book as a handy little volume to give the student a general view of the subject, which can only be thoroughly learned by painstaking and critical study of the decisions. The author has shown discrimination in the selection of authorities, and these will put the student on the right track for a thoughtful and thorough examination of the subject. We note that the relative powers of directors and stockholders and the question of the control of one over the other receive scant treatment. The same thing may be said as to the question of the power of a corporation to alienate all its property.

In addition to a statement of the principles of the common law of corporations, the book contains the more important provisions of the Maryland Statutory Law. This makes the book of special value for the Maryland student, but it does not impair its value for the general student.

*George F. Canfield.*

THE LAW OF MECHANICS' LIENS AND GENERAL CONTRACTING OF THE STATE OF NEW YORK. By THOMAS H. RAY. Albany: MATTHEW BENDER & Co. 1914. pp. xlix, 657.

He who would add to the formidable accumulation of law text books assumes a grave responsibility toward his professional brethren. His justification must be that he has added something to the scientific and historical knowledge of the subject on which he writes, or that he has provided a useful tool to aid the practitioner in the performance of his daily task. It is on the latter ground that the author of this book is entitled to our friendly consideration. In it he unites a discussion of the important legal principles relating to building and construction contracts, referring particularly to the letting and performance of public construction contracts, with a discussion of the statute relating to Mechanics' Liens both against private property and upon public moneys due to contractors for public improvements, the whole being liberally supported by reference to New York authorities.

The value of such a book will, of course, depend not only upon the thoroughness with which the existing law on the subject is treated, but

also upon the completeness of its collection of authorities. Upon an examination made from this point of view one notes the omission of any serious comment on the effect of the prevailing Rate of Wages Law upon public improvement contracts, and the right of employees to assert their claims for the prevailing rate of wages under the Lien Law. Neither is there any examination of the effect on the contract of the provisions of the labor law making it mandatory to employ only citizens of the United States, with preference to the citizens of New York, in the construction of public works. Other gaps of lesser significance might be referred to.

Notwithstanding these minor omissions, however, the book will be found very useful to those practitioners who have frequent occasion to deal with questions arising out of the Mechanics' Lien Law, or with the law applicable to construction contracts. He will find that it serves his convenience as a book of reference to be used in the first instance in preference to the annotated statutes and digests to which he has been compelled to resort heretofore, and he will value the added facility afforded by it in enabling him to locate quickly the particular decision or the particular statute with which he is concerned.

Harlan F. Stone.

WERTHEIMER'S LAW RELATING TO CLUBS. Fourth Edition by A. W. CHASTER, of the University of London, L. L. B., and of the Middle Temple. London: STEVENS AND HAYNES. 1913. pp. xv, 318.

This little book, of which the first edition was published in 1885, should be, if not in every gentleman's library, at least in the library of every clubman who contemplates behaving otherwise than as a gentleman, or who has to do with club government. It is the best book in its field; the only others that we know of being Leach's brochure, *Club Cases* (1879), and Daly's little manual (1889). Snyder's pamphlet, the only American book left, is merely a compilation of New York statutes meagrely annotated. Mr. Wertheimer cites 338 cases, Mr. Daly only 42. Neither refers to the numerous American authorities, of which *Loubat v. LeRoy* (N. Y. 1883) 65 How. Pr. 138, (1884) 15 Abb. N. C. 1, (1886) 40 Hun 546, with the doctrine of which compare that of *Dawkins v. Antrobus* (1881) L. R. 17 Ch. Div. 615, 622; *Gebhard v. New York Club* (N. Y. 1888) 21 Abb. N. C. 248; *United States ex rel De Yturbide v. Metropolitan Club* (1897) 11 App. D. C. 180, are perhaps the most important expositions by our courts of the rights of club-members. Such a case as *Heaton v. Hull* (N. Y. 1900), 51 App. Div. 126, involving the right of the Grand Council of a Greek-Letter Society to withdraw a chapter's charter, of interest to American college men, would probably fill no British want. That case was, as the court said, without actual precedent; a remark quite true except in so far as the special term was reversed with two dissents, in which respect precedent abounds. The only citation of American authority that we find are three from Story on Agency, one from Story on Contracts, and two adjudicated cases, *Lafond v. Deems* (1880) 81 N. Y. 507, holding that where the rules of a voluntary association for moral, benevolent and social objects provide a method of dissolution, no remedy will be granted by the courts until that method has been resorted to, a point on which our author says there is no British precedent; and *Wachtel v. Widows' and Orphans' Society* (1881) 84 N. Y. 28 (cited as "Amer. Rep. 84 N. Y. 25") upon the point that the founda-